UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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IRINA VORONINA, CIELO JEAN GIBSON, TIFFANY TOTH, JAIME EDMONDSON, JESSICA BURCIAGA, SARA UNDERWOOD, CARMEN ELECTRA, JESSA HINTON, JOANNA KRUPA, JASMINE WALTZ, JESSICA KILLINGS, SANDRA VALENCIA, CARISSA ROSARIO, JENNIFER WALCOTT ARCHULETTA, MARIANNA DAVALOS, MERCEDES TERRELL, JORDAN CARVER, KATE SULLIVAN, LAURIE JACOBS, BRENDA GEIGER, BROOKE JOHNSON, CHANTEL ZALES, CORA SKINNER, DESSIE MITCHESON, LAURIE YOUNG, LINA POSADA, MEGAN DANIELS, RACHEL KOREN, VIDA GUERRA, MARKETA KAZDOVA, EVA PEPAJ, MELANIE IGLESIAS, GEMMA LEE FARRELL, ALYSSA NOBRIGA, HEATHER RAE YOUNG, JAMIE MIDDLETON, ROSA ACOSTA, PAOLO CANAS, BROOKE BANX, DANA HAMM, MASHA LUND, SHEENA LEE, WEBER, URSULA MAYES, KARA MONACO, PIA MUEHLENBECK, SABELLA SHAKE, SARAH ELIZABETH BOWERS, KIM COZZENS, JESSE GOLDEN, and KRYSTAL FORSCUTT HIPWELL,

Plaintiffs,

-against-

SCORES HOLDING COMPANY, INC., I.M. OPERATING, LLC d/b/a SCORES NEW YORK, THE EXECUTIVE CLUB, LLC d/b/a PENTHOUSE EXECUTIVE CLUB and ROBERT M. GANS,

Defendants.

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Case No.: 16-cv-02477-LAK

AMENDED ANSWER AND AFFIRMATIVE DEFENSES TO AMENDED COMPLAINT

Defendants Scores Holding Company, Inc. ("Scores Holding"), I.M. Operating, LLC ("I.M. Operating"), The Executive Club, LLC ("The Executive Club") and Robert M. Gans (collectively, "Defendants" or "Scores"), by and through their undersigned counsel, Meister Seelig & Fein LLP, for their Amended Answer and Affirmative Defenses to the Amended

Complaint ("Amended Complaint") filed January 19, 2017 (Dkt. No. 28) by Plaintiffs Irina Voronina, Cielo Jean Gibson, Tiffany Toth, Jaime Edmondson, Jessica Burciaga, Sara Underwood, Carmen Electra, Jessa Hinton, Joanna Krupa, Jasmine Waltz, Jessica Killings, Sandra Velencia, Carissa Rosario, Jennifer Walcott Archuletta, Marianna Davalos, Mercedes Terrell, Jordon Carver, Kate Sullivan, Laurie Jacobs, Brenda Geiger, Brooke Johnson, Chantel Zales, Cora Skinner, Dessie Mitcheson, Laurie Young, Lina Posada, Megan Daniels, Rachel Koren, Vida Guerra, Marketa Kazdova, Eva Pepaj, Melianie Iglesias, Gemma Lee Farrell, Alyssa Nobriga, Heather Rae Young, Jamie Middleton, Rosa Acosta, Paola Canas, Brooke Banx, Dana Hamm, Masha Lund, Sheena Lee Weber, Ursula Mayes, Kara Monaco, Pia Muehlenbeck, Sabella Shake, Saraj Elizabeth Bowers, Kim Cozzens, Jessen Golden and Krystal Forscutt Hipwell (collectively, "Plaintiffs"), state and allege as follows.

BACKGROUND

1. Defendants deny the allegations in paragraph 1 of the Amended Complaint.

2. Defendants deny the allegations in paragraph 2(a-d) of the Amended Complaint.

3. Defendants deny the allegations in paragraph 3 of the Amended Complaint.

4. Defendants deny the allegations in paragraph 4 of the Amended Complaint.

5. Defendants deny the allegations in paragraph 5 of the Amended Complaint.

6. Defendants deny the allegations in paragraph 6 of the Amended Complaint.

7. Defendants deny the allegations in paragraph 7 of the Amended Complaint.

8. Defendants deny the allegations in paragraph 8 of the Amended Complaint.

9. Defendants deny the allegations in paragraph 9 of the Amended Complaint.

10. Defendants deny the allegations in paragraph 10 of the Amended Complaint.

11. Defendants deny the allegations in paragraph 11 of the Amended Complaint,

including that Plaintiffs are entitled to the relief they seek in the demand or to any relief at all.

JURISDICTION AND VENUE

12. Paragraph 12 of the Amended Complaint is not a factual allegation to which a response is required because Paragraph 12 calls for a legal conclusion and therefore Defendants deny same.

13. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 13 of the Amended Complaint and therefore deny same.

14. Defendants admit the allegations in paragraph 14 of the Amended Complaint.

15. Paragraph 15 of the Amended Complaint is not a factual allegation to which a response is required because Paragraph 15 calls for a legal conclusion and therefore Defendants deny same.

16. Defendants deny the allegations in paragraph 16 of the Amended Complaint.

PARTIES

17. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 17 of the Amended Complaint and therefore deny same.

18. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 18 of the Amended Complaint and therefore deny same.

19. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 19 of the Amended Complaint and therefore deny

same.

20. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 20 of the Amended Complaint and therefore deny same.

21. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 21 of the Amended Complaint and therefore deny same.

22. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 22 of the Amended Complaint and therefore deny same.

23. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 23 of the Amended Complaint and therefore deny same.

24. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 24 of the Amended Complaint and therefore deny same.

25. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 25 of the Amended Complaint and therefore deny same.

26. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 26 of the Amended Complaint and therefore deny same.

27. Defendants are without knowledge or information sufficient to form a belief as to

the truth of the allegations in paragraph 27 of the Amended Complaint and therefore deny same.

28. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 28 of the Amended Complaint and therefore deny same.

29. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 29 of the Amended Complaint and therefore deny same.

30. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 30 of the Amended Complaint and therefore deny same.

31. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 31 of the Amended Complaint and therefore deny same.

32. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 32 of the Amended Complaint and therefore deny same.

33. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 33 of the Amended Complaint and therefore deny same.

34. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 34 of the Amended Complaint and therefore deny same.

35. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 35 of the Amended Complaint and therefore deny same.

36. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 36 of the Amended Complaint and therefore deny same.

37. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 37 of the Amended Complaint and therefore deny same.

38. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 38 of the Amended Complaint and therefore deny same.

39. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 39 of the Amended Complaint and therefore deny same.

40. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 40 of the Amended Complaint and therefore deny same.

41. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 41 of the Amended Complaint and therefore deny same.

42. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 42 of the Amended Complaint and therefore deny

same.

43. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 43 of the Amended Complaint and therefore deny same.

44. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 44 of the Amended Complaint and therefore deny same.

45. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 45 of the Amended Complaint and therefore deny same.

46. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 46 of the Amended Complaint and therefore deny same.

47. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 47 of the Amended Complaint and therefore deny same.

48. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 48 of the Amended Complaint and therefore deny same.

49. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 49 of the Amended Complaint and therefore deny same.

50. Defendants are without knowledge or information sufficient to form a belief as to

the truth of the allegations in paragraph 50 of the Amended Complaint and therefore deny same.

51. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 51 of the Amended Complaint and therefore deny same.

52. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 52 of the Amended Complaint and therefore deny same.

53. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 53 of the Amended Complaint and therefore deny same.

54. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 54 of the Amended Complaint and therefore deny same.

55. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 55 of the Amended Complaint and therefore deny same.

56. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 56 of the Amended Complaint and therefore deny same.

57. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 57 of the Amended Complaint and therefore deny same.

58. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 58 of the Amended Complaint and therefore deny same.

59. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 59 of the Amended Complaint and therefore deny same.

60. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 60 of the Amended Complaint and therefore deny same.

61. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 61 of the Amended Complaint and therefore deny same.

62. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 62 of the Amended Complaint and therefore deny same.

63. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 63 of the Amended Complaint and therefore deny same.

64. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 64 of the Amended Complaint and therefore deny same.

65. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 65 of the Amended Complaint and therefore deny

same.

66. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 66 of the Amended Complaint and therefore deny same.

67. Defendants admit the allegations in paragraph 67 of the Amended Complaint.

68. Defendant Scores Holding denies the allegations in paragraph 68 of the Amended Complaint, and respectfully refers the Court to the contents of "Exhibit A."

69. Defendants admit that I.M. Operating is a New York limited liability company that owns and operates Scores New York, which is located in Manhattan, New York, and is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 69 of the Amended Complaint and therefore deny same.

70. Defendants admit that The Executive Club is a New York limited liability company that owns and operates the Penthouse Executive Club, which is located in Manhattan, New York, and are without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 70 of the Amended Complaint and therefore deny same.

71. Defendants admit that Robert Gans is the CEO and majority shareholder of Scores Holding and that Robert Gans is the majority owner of I.M. Operating, and are without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 71 of the Amended Complaint and therefore deny same.

72. Defendants deny the allegations in paragraph 72 of the Amended Complaint.

73. Defendants deny the allegations in paragraph 73 of the Amended Complaint.

FACTUAL ALLEGATIONS

74. Defendants deny that each Plaintiff is an extremely well known professional model, and are without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 74 of the Amended Complaint and therefore deny same.

75. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 75 of the Amended Complaint and therefore deny same.

76. Defendants deny the allegations in paragraph 76 of the Amended Complaint.

77. Defendants deny the allegations in paragraph 77 of the Amended Complaint.

78. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 78 of the Amended Complaint and therefore deny same.

79. Defendants deny the allegations in paragraph 79 of the Amended Complaint.

80. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 80 of the Amended Complaint and therefore deny same.

81. Defendants deny the allegations in paragraph 81 of the Amended Complaint.

82. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 82 of the Amended Complaint and therefore deny same.

83. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 83 of the Amended Complaint and therefore deny

same.

84. Defendants deny the allegations in paragraph 84 of the Amended Complaint.

85. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 85 of the Amended Complaint and therefore deny same.

86. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 86 of the Amended Complaint and therefore deny same.

87. Defendants deny the allegations in paragraph 87 of the Amended Complaint.

88. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 88 of the Amended Complaint and therefore deny same.

89. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 89 of the Amended Complaint and therefore deny same.

90. Defendants deny the allegations in paragraph 90 of the Amended Complaint.

91. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 91 of the Amended Complaint and therefore deny same.

92. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 92 of the Amended Complaint and therefore deny same.

93. Defendants deny the allegations in paragraph 93 of the Amended Complaint.

94. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 94 of the Amended Complaint and therefore deny same.

95. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 95 of the Amended Complaint and therefore deny same.

96. Defendants deny the allegations in paragraph 96 of the Amended Complaint.

97. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 97 of the Amended Complaint and therefore deny same.

98. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 98 of the Amended Complaint and therefore deny same.

99. Defendants deny the allegations in paragraph 99 of the Amended Complaint.

100. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 100 of the Amended Complaint and therefore deny same.

101. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 101 of the Amended Complaint and therefore deny same.

102. Defendants deny the allegations in paragraph 102 of the Amended Complaint.

103. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 103 of the Amended Complaint and therefore

deny same.

104. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 104 of the Amended Complaint and therefore deny same.

105. Defendants deny the allegations in paragraph 105 of the Amended Complaint.

106. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 106 of the Amended Complaint and therefore deny same.

107. Defendants deny the allegations in paragraph 107 of the Amended Complaint.

108. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 108 of the Amended Complaint and therefore deny same.

109. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 109 of the Amended Complaint and therefore deny same.

110. Defendants deny the allegations in paragraph 110 of the Amended Complaint.

111. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 111 of the Amended Complaint and therefore deny same.

112. Defendants deny the allegations in paragraph 112 of the Amended Complaint.

113. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 113 of the Amended Complaint and therefore deny same.

114. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 114 of the Amended Complaint and therefore deny same.

115. Defendants deny the allegations in paragraph 115 of the Amended Complaint.

116. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 116 of the Amended Complaint and therefore deny same.

117. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 117 of the Amended Complaint and therefore deny same.

118. Defendants deny the allegations in paragraph 118 of the Amended Complaint.

119. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 119 of the Amended Complaint and therefore deny same.

120. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 120 of the Amended Complaint and therefore deny same.

121. Defendants deny the allegations in paragraph 121 of the Amended Complaint.

122. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 122 of the Amended Complaint and therefore deny same.

123. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 123 of the Amended Complaint and therefore

deny same.

124. Defendants deny the allegations in paragraph 124 of the Amended Complaint.

125. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 125 of the Amended Complaint and therefore deny same.

126. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 126 of the Amended Complaint and therefore deny same.

127. Defendants deny the allegations in paragraph 127 of the Amended Complaint.

128. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 128 of the Amended Complaint and therefore deny same.

129. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 129 of the Amended Complaint and therefore deny same.

130. Defendants deny the allegations in paragraph 130 of the Amended Complaint.

131. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 131 of the Amended Complaint and therefore deny same.

132. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 132 of the Amended Complaint and therefore deny same.

133. Defendants deny the allegations in paragraph 133 of the Amended Complaint.

134. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 134 of the Amended Complaint and therefore deny same.

135. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 135 of the Amended Complaint and therefore deny same.

136. Defendants deny the allegations in paragraph 136 of the Amended Complaint.

137. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 137 of the Amended Complaint and therefore deny same.

138. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 138 of the Amended Complaint and therefore deny same.

139. Defendants deny the allegations in paragraph 139 of the Amended Complaint.

140. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 140 of the Amended Complaint and therefore deny same.

141. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 141 of the Amended Complaint and therefore deny same.

142. Defendants deny the allegations in paragraph 142 of the Amended Complaint.

143. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 143 of the Amended Complaint and therefore

deny same.

144. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 144 of the Amended Complaint and therefore deny same.

145. Defendants deny the allegations in paragraph 145 of the Amended Complaint.

146. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 146 of the Amended Complaint and therefore deny same.

147. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 147 of the Amended Complaint and therefore deny same.

148. Defendants deny the allegations in paragraph 148 of the Amended Complaint.

149. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 149 of the Amended Complaint and therefore deny same.

150. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 150 of the Amended Complaint and therefore deny same.

151. Defendants deny the allegations in paragraph 151 of the Amended Complaint.

152. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 152 of the Amended Complaint and therefore deny same.

153. Defendants are without knowledge or information sufficient to form a belief as to

the truth of the allegations in paragraph 153 of the Amended Complaint and therefore deny same.

154. Defendants deny the allegations in paragraph 154 of the Amended Complaint.

155. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 155 of the Amended Complaint and therefore deny same.

156. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 156 of the Amended Complaint and therefore deny same.

157. Defendants deny the allegations in paragraph 157 of the Amended Complaint.

158. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 158 of the Amended Complaint and therefore deny same.

159. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 159 of the Amended Complaint and therefore deny same.

160. Defendants deny the allegations in paragraph 160 of the Amended Complaint.

161. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 161 of the Amended Complaint and therefore deny same.

162. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 162 of the Amended Complaint and therefore deny same.

163. Defendants deny the allegations in paragraph 163 of the Amended Complaint.

164. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 164 of the Amended Complaint and therefore deny same.

165. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 165 of the Amended Complaint and therefore deny same.

166. Defendants deny the allegations in paragraph 166 of the Amended Complaint.

167. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 167 of the Amended Complaint and therefore deny same.

168. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 168 of the Amended Complaint and therefore deny same.

169. Defendants deny the allegations in paragraph 169 of the Amended Complaint.

170. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 170 of the Amended Complaint and therefore deny same.

171. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 171 of the Amended Complaint and therefore deny same.

172. Defendants deny the allegations in paragraph 172 of the Amended Complaint.

173. Defendants are without knowledge or information sufficient to form a belief as to

the truth of the allegations in paragraph 173 of the Amended Complaint and therefore deny same.

174. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 174 of the Amended Complaint and therefore deny same.

175. Defendants deny the allegations in paragraph 175 of the Amended Complaint.

176. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 176 of the Amended Complaint and therefore deny same.

177. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 177 of the Amended Complaint and therefore deny same.

178. Defendants deny the allegations in paragraph 178 of the Amended Complaint.

179. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 179 of the Amended Complaint and therefore deny same.

180. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 180 of the Amended Complaint and therefore deny same.

181. Defendants deny the allegations in paragraph 181 of the Amended Complaint.

182. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 182 of the Amended Complaint and therefore deny same.

183. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 183 of the Amended Complaint and therefore deny same.

184. Defendants deny the allegations in paragraph 184 of the Amended Complaint.

185. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 185 of the Amended Complaint and therefore deny same.

186. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 186 of the Amended Complaint and therefore deny same.

187. Defendants deny the allegations in paragraph 187 of the Amended Complaint.

188. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 188 of the Amended Complaint and therefore deny same.

189. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 189 of the Amended Complaint and therefore deny same.

190. Defendants deny the allegations in paragraph 190 of the Amended Complaint.

191. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 191 of the Amended Complaint and therefore deny same.

192. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 192 of the Amended Complaint and therefore

deny same.

193. Defendants deny the allegations in paragraph 193 of the Amended Complaint.

194. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 194 of the Amended Complaint and therefore deny same.

195. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 195 of the Amended Complaint and therefore deny same.

196. Defendants deny the allegations in paragraph 196 of the Amended Complaint.

197. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 197 of the Amended Complaint and therefore deny same.

198. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 198 of the Amended Complaint and therefore deny same.

199. Defendants deny the allegations in paragraph 199 of the Amended Complaint.

200. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 200 of the Amended Complaint and therefore deny same.

201. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 201 of the Amended Complaint and therefore deny same.

202. Defendants deny the allegations in paragraph 202 of the Amended Complaint.

203. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 203 of the Amended Complaint and therefore deny same.

204. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 204 of the Amended Complaint and therefore deny same.

205. Defendants deny the allegations in paragraph 205 of the Amended Complaint.

206. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 206 of the Amended Complaint and therefore deny same.

207. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 207 of the Amended Complaint and therefore deny same.

208. Defendants deny the allegations in paragraph 208 of the Amended Complaint.

209. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 209 of the Amended Complaint and therefore deny same.

210. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 210 of the Amended Complaint and therefore deny same.

211. Defendants deny the allegations in paragraph 211 of the Amended Complaint.

212. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 212 of the Amended Complaint and therefore

deny same.

213. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 213 of the Amended Complaint and therefore deny same.

214. Defendants deny the allegations in paragraph 214 of the Amended Complaint.

215. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 215 of the Amended Complaint and therefore deny same.

216. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 216 of the Amended Complaint and therefore deny same.

217. Defendants deny the allegations in paragraph 217 of the Amended Complaint.

218. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 218 of the Amended Complaint and therefore deny same.

219. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 219 of the Amended Complaint and therefore deny same.

220. Defendants deny the allegations in paragraph 220 of the Amended Complaint.

221. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 221 of the Amended Complaint and therefore deny same.

222. Defendants are without knowledge or information sufficient to form a belief as to

the truth of the allegations in paragraph 222 of the Amended Complaint and therefore deny same.

223. Defendants deny the allegations in paragraph 223 of the Amended Complaint.

224. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 224 of the Amended Complaint and therefore deny same.

225. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 225 of the Amended Complaint and therefore deny same.

226. Defendants deny the allegations in paragraph 226 of the Amended Complaint.

227. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 227 of the Amended Complaint and therefore deny same.

228. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 228 of the Amended Complaint and therefore deny same.

229. Defendants deny the allegations in paragraph 229 of the Amended Complaint.

230. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 230 of the Amended Complaint and therefore deny same.

231. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 231 of the Amended Complaint and therefore deny same.

232. Defendants deny the allegations in paragraph 232 of the Amended Complaint.

233. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 233 of the Amended Complaint and therefore deny same.

234. Defendants admit the allegations in paragraph 234 of the Amended Complaint.

235. Defendants deny the allegations in paragraph 235 of the Amended Complaint.

236. Defendants deny the allegations in paragraph 236 of the Amended Complaint.

237. Defendants deny the allegations in paragraph 237 of the Amended Complaint.

238. Defendants deny the allegations in paragraph 238 of the Amended Complaint.

239. Defendants deny the allegations in paragraph 239 of the Amended Complaint.

240. Defendants deny the allegations in paragraph 240 of the Amended Complaint.

241. Defendants admit that I.M. Operating operates Scores New York, and denies the remaining allegations in paragraph 241 of the Amended Complaint.

242. Defendant I.M. Operating admits the allegations in paragraph 242 of the Amended Complaint.

243. Defendant I.M. Operating admits the allegations in paragraph 243 of the Amended Complaint.

244. Defendants deny the allegations in paragraph 244 of the Amended Complaint.

245. Defendants deny the allegations in paragraph 245 of the Amended Complaint.

246. Defendants deny the allegations in paragraph 246 of the Amended Complaint.

247. Defendants deny the allegations in paragraph 247 of the Amended Complaint.

248. Defendants deny the allegations in paragraph 248 of the Amended Complaint.

249. Defendants deny the allegations in paragraph 249 of the Amended Complaint.

250. Defendants admit that The Executive Club owns and operates the Penthouse Executive Club, and deny the remaining allegations in paragraph 250 of the Amended Complaint.

251. Defendant The Executive Club admits the allegations in paragraph 251 of the Amended Complaint.

252. Defendant The Executive Club admits the allegations in paragraph 252 of the Amended Complaint.

253. Defendants deny the allegations in paragraph 253 of the Amended Complaint.

254. Defendants deny the allegations in paragraph 254 of the Amended Complaint.

255. Defendants deny the allegations in paragraph 255 of the Amended Complaint.

256. Defendants deny the allegations in paragraph 256 of the Amended Complaint.

257. Defendants deny the allegations in paragraph 257 of the Amended Complaint.

258. Defendants deny the allegations in paragraph 258 of the Amended Complaint.

259. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 259 of the Amended Complaint and therefore deny same.

260. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 260 of the Amended Complaint and therefore deny same.

261. Defendants deny the allegations in paragraph 261 of the Amended Complaint.

262. Defendants deny the allegations in paragraph 262 of the Amended Complaint.

263. Defendants deny the allegations in paragraph 263 of the Amended Complaint.

264. Defendants deny the allegations in paragraph 264 of the Amended Complaint.

265. Defendants deny the allegations in paragraph 265 of the Amended Complaint.

266. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 266 of the Amended Complaint and therefore deny same.

267. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 267 of the Amended Complaint and therefore deny same.

268. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 268 of the Amended Complaint and therefore deny same.

269. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 269 of the Amended Complaint and therefore deny same.

270. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 270 of the Amended Complaint and therefore deny same.

271. Defendants deny the allegations in paragraph 271 of the Amended Complaint.

272. Defendants deny the allegations in paragraph 272 of the Amended Complaint.

FIRST CAUSE OF ACTION
(Violation of § 43 of the Lanham Act, 15 U.S.C. § 1125 *et seq.*: False Endorsement)

273. Defendants reassert each of their denials and responses in paragraphs 1 through 272 of the Amended Complaint as if fully set forth herein.

274. Defendants deny the allegations in paragraph 274 of the Amended Complaint.

275. Defendants deny the allegations in paragraph 275 of the Amended Complaint.

276. Defendants deny the allegations in paragraph 276 of the Amended Complaint.

277. Defendants deny the allegations in paragraph 277 of the Amended Complaint.

278. Defendants deny the allegations in paragraph 278 of the Amended Complaint.

279. Defendants deny the allegations in paragraph 279 of the Amended Complaint.

280. Defendants deny the allegations in paragraph 280 of the Amended Complaint.

281. Defendants deny the allegations in paragraph 281 of the Amended Complaint.

SECOND CAUSE OF ACTION
(Violation of N.Y. Civ. Rights Law §§ 50-51)

282. Defendants reassert each of their denials and responses in paragraphs 1 through 281 of the Amended Complaint as if fully set forth herein.

283. Defendants deny the allegations in paragraph 283 of the Amended Complaint.

284. Defendants deny the allegations in paragraph 284 of the Amended Complaint.

285. Defendants admit that the websites and social media accounts were designed, in part, to attract business, and deny the remaining allegations in paragraph 285 of the Amended Complaint.

286. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 286 of the Amended Complaint and therefore deny same.

287. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 287 of the Amended Complaint and therefore deny same.

288. Defendants deny the allegations in paragraph 288 of the Amended Complaint.

289. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 289 of the Amended Complaint and therefore

deny same.

290. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 290 of the Amended Complaint and therefore deny same.

291. Defendants deny the allegations in paragraph 291 of the Amended Complaint.

292. Defendants deny the allegations in paragraph 292 of the Amended Complaint.

293. Defendants deny the allegations in paragraph 293 of the Amended Complaint.

THIRD CAUSE OF ACTION
(Violation of N.Y. General Business Law § 349: N.Y. Deceptive Trade Practices Act)

294. Defendants reassert each of their denials and responses in paragraphs 1 through 293 of the Amended Complaint as if fully set forth herein.

295. Defendants deny the allegations in paragraph 295 of the Amended Complaint.

296. Defendants deny the allegations in paragraph 296 of the Amended Complaint.

297. Defendants deny the allegations in paragraph 297 of the Amended Complaint.

298. Defendants deny the allegations in paragraph 298 of the Amended Complaint.

299. Defendants deny the allegations in paragraph 299 of the Amended Complaint.

300. Defendants deny the allegations in paragraph 300 of the Amended Complaint.

301. Defendants deny the allegations in paragraph 301 of the Amended Complaint.

FOURTH CAUSE OF ACTION
(Defamation)

302. Defendants reassert each of their denials and responses in paragraphs 1 through 301 of the Amended Complaint as if fully set forth herein.

303. Defendants deny the allegations in paragraph 303 of the Amended Complaint.

304. Defendants deny the allegations in paragraph 304(a-c) of the Amended

Complaint.

305. Defendants deny the allegations in paragraph 305 of the Amended Complaint.

306. Defendants deny the allegations in paragraph 306(a-c) of the Amended Complaint.

307. Defendants deny the allegations in paragraph 307 of the Amended Complaint.

308. Defendants deny the allegations in paragraph 308 of the Amended Complaint.

309. Defendants deny the allegations in paragraph 309 of the Amended Complaint.

310. Defendants deny the allegations in paragraph 310 of the Amended Complaint.

311. Defendants deny the allegations in paragraph 311 of the Amended Complaint.

312. Defendants deny the allegations in paragraph 312(a-b) of the Amended Complaint.

313. Defendants deny the allegations in paragraph 313 of the Amended Complaint.

314. Defendants deny the allegations in paragraph 314 of the Amended Complaint.

DEMAND FOR JURY TRIAL

315. Defendants neither admit nor deny the allegations contained in paragraph 315 of the Amended Complaint, as such allegation does not require a response.

DEFENDANTS' AFFIRMATIVE DEFENSES

Defendants assert the following affirmative defenses without assuming any burden of production or proof that they would not otherwise have.

FIRST AFFIRMATIVE DEFENSE

The Amended Complaint fails to state a claim upon which relief can be granted, including, but not limited to, all claims for the alleged violations of § 43 of the Lanham Act, 15 U.S.C. § 1125 *et seq*., N.Y. Civil Rights Law §§ 50-51, N.Y. General Business

Law § 349, as well as for defamation. In particular, and without limitation, including for the reasons set forth in other affirmative defenses contained herein, upon information and belief: the Amended Complaint fails to state claims for the alleged violation of § 43 of the Lanham Act, 15 U.S.C. § 1125 *et seq*. premised on a theory of false endorsement and/or false association due to, among other reasons: (i) Plaintiffs' failure to sufficiently allege a false or misleading representation of fact by Defendants in connection with goods and/or services offered by Defendants; (ii) Plaintiffs' assertion of shifting and/or inconsistent damages allegations and failure to sufficiently assert the nature of their alleged damages in a manner to provide Defendants with adequate notice thereof; and/or (iii) Plaintiffs' failure to adequately allege that the purported actions of Defendants caused consumer confusion as to the origin, sponsorship, or approval of Defendants' goods and/or services. The Amended Complaint also fails to state a claim under N.Y. Civil Rights Law §§ 50-51 because such claims are barred, in whole or in part, to the extent that the conduct in question is alleged to have occurred solely outside the State of New York, in which case Plaintiffs may not assert such claims under N.Y. Civil Rights Law §§ 50-51. Furthermore, the Amended Complaint fails to state a claim under N.Y. General Business Law § 349 because it fails to allege any consumer-oriented injury, and instead alleges only that Plaintiffs suffered individual harm. Also, to the extent that the conduct in question is alleged to have occurred solely outside the State of New York, Plaintiffs may not assert such claims under N.Y. General Business Law § 349. Such allegations as stated also fall outside the protection of N.Y. General Business Law § 349 because trademark infringement allegations and the like cannot form the basis of a claim under N.Y. General Business Law § 349.

SECOND AFFIRMATIVE DEFENSE

Upon information and belief, any harm allegedly suffered by Plaintiffs was legally and proximately caused by persons, individuals, corporations, or entities beyond the control or supervision of Defendants, or for whom Defendants are not responsible or liable, including, among others, the respective licensees that own, control, operate and/or manage the various clubs, along with such websites and/or social media outlets implicated in this action. This includes, but is not limited to, any person and/or entity that owns, controls, operates and/or manages any of the following establishments: Scores Atlantic City; Scores Baltimore; Scores Chicago; Scores New Orleans; Scores West: Harvey; Scores Houston; Scores Columbus; Scores NWI (Indiana); Scores Tampa; Scores Jacksonville; Scores Savannah; Scores North Carolina; Scores New Haven; Scores Detroit; Scores Presents: The Trophy Club, Greenville; and/or Scores Palm Beach, including any and all websites and/or social media outlets under their respective ownership, control and/or management.

THIRD AFFIRMATIVE DEFENSE

Plaintiffs are barred from recovery by reason of waiver and/or estoppel to the extent that Plaintiffs intentionally relinquished all rights to the ownership, use and/or dissemination of the alleged images(s) implicated in this action, including by contracting, releasing and/or licensing rights to the alleged image(s). Plaintiffs' claims are also barred to the extent that Defendants and/or Defendants' third-party licensees relied to their detriment on Plaintiffs' knowledge of, and acquiescence to, the alleged use and/or dissemination of the alleged images.

FOURTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred by the doctrine of laches as Defendants are prejudiced by Plaintiffs' unreasonable and inexcusable delay in bringing the claims asserted in the Amended Complaint, some of which are based upon images allegedly published and/or disseminated, upon information and belief, more than three (3) years or more prior to the commencement of this action.

FIFTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the applicable statute of limitations, including, but not limited to, New York Civil Practice Law and Rules §§ 213, 214(2) and 215(3). In particular, and without limitation, Plaintiffs' claims pursuant to N.Y. General Business Law § 349 are subject to a three (3) statute of limitations as set forth in N.Y. C.P.L.R. 214(2), and as a consequence, any of the alleged images(s) implicated in this action, which were published and/or disseminated more than three (3) years prior to the date this action was initially commenced are time-barred from supporting such claims. Moreover, Plaintiffs' claims under N.Y. Civil Rights Law §§ 50-51, as well as defamation are subject to a one (1) year statute of limitations as set forth in N.Y. C.P.L.R. 215(3), and as a consequence, any of the alleged images(s) implicated in this action, which were published and/or disseminated more than one (1) year prior to the date this action was initially commenced are time-barred from supporting such claims. Additionally, Plaintiffs' claims under § 43 of the Lanham Act, 15 U.S.C. § 1125 *et seq*. are subject to a six (6) year statute of limitations as set forth in N.Y. C.P.L.R. 213, and as a consequence, any of the alleged images(s) implicated in this action, which were published and/or disseminated more than six (6) years prior to the date this action was initially commenced are time-barred from supporting such claims.

SIXTH AFFIRMATIVE DEFENSE

The court should not exercise supplemental jurisdiction over the counts in the Amended Complaint that purport to arise under New York State statutory and/or common law pursuant to 28 U.S.C § 1367.

SEVENTH AFFIRMATIVE DEFENSE

Upon information and belief, any losses and/or damages sustained by Plaintiffs as alleged in the Amended Complaint were not causally related to any actions or inactions of Defendants, but rather, such losses and/or damages were directly and proximately caused by persons, individuals, corporations, or entities beyond the control or supervision of Defendants, or for whom Defendants are not responsible or liable, including, among others, the respective licensees that own, control, operate and/or manage the various clubs, along with such websites and/or social media outlets implicated in this action. This includes, but is not limited to, any person and/or entity that owns, controls, operates and/or manages any of the following establishments: Scores Atlantic City; Scores Baltimore; Scores Chicago; Scores New Orleans; Scores West: Harvey; Scores Houston; Scores Columbus; Scores NWI (Indiana); Scores Tampa; Scores Jacksonville; Scores Savannah; Scores North Carolina; Scores New Haven; Scores Detroit; Scores Presents: The Trophy Club, Greenville; and/or Scores Palm Beach, including any and all websites and/or social media outlets under their respective ownership, control and/or management.

EIGHTH AFFIRMATIVE DEFENSE

Upon information and belief, Plaintiffs failed to mitigate their alleged damages or take other reasonable steps to avoid or reduce the alleged damages, namely by failing to, among other things, pursue and/or undertake any professional modeling, acting, and/or other commercial endeavors or engagements to avoid and/or reduce the alleged damages sought in this action.

NINTH AFFIRMATIVE DEFENSE

Plaintiffs' claims for defamation fail as a matter of law to the extent that the allegedly defamatory conduct set forth in the Amended Complaint reflect(s) or convey(s) the truth.

TENTH AFFIRMATIVE DEFENSE

Defendants did not publish any defamatory statement about Plaintiffs to any third parties.

ELEVENTH AFFIRMATIVE DEFENSE

Plaintiffs have failed to join necessary and indispensable parties, including, but not limited to, any person and/or entity that owns, controls, operates and/or manages any of the following establishments, as licensees of one or more of the Defendants: Scores Atlantic City; Scores Baltimore; Scores Chicago; Scores New Orleans; Scores West; Scores Houston; Scores Columbus; Scores NWI (Indiana); Scores Tampa; Scores Jacksonville; Scores Savannah; Scores North Carolina; Scores New Haven; Scores Detroit; Scores Presents: The Trophy Club, Greenville; and/or Scores Palm Beach.

TWELFTH AFFIRMATIVE DEFENSE

Plaintiffs are not entitled to statutory, punitive, or exemplary damages, or to attorneys' fees, under any cause of action alleged in the Amended Complaint, because Defendants did not act with malice, willfulness, bad faith and/or wanton disregard of Plaintiffs' rights.

THIRTEENTH AFFIRMATIVE DEFENSE

Plaintiffs lack standing to assert some or all of the claims asserted in the Amended

Complaint. Among other things, Plaintiffs have failed to plead any consumer injury under N.Y. General Business Law § 349, instead alleging only that they individually, and not as members of the public in general, have suffered damages arising from Plaintiffs' alleged acts.

FOURTEENTH AFFIRMATIVE DEFENSE

Each and every one of Plaintiffs' claims set forth in the Amended Complaint fail to the extent that Plaintiffs consented to public use and dissemination of the alleged images(s) implicated in this action by virtue of Plaintiffs' execution of a release and/or releases whereby each such Plaintiff gave permission and/or authorization to use the image(s) covered by such release(s).

FIFTEENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, based upon the lack of any likelihood of confusion, or any misunderstanding as to the affiliation, connection or association of Plaintiffs with Defendants' services, or as to the origin, sponsorship, endorsement or approval by Plaintiffs of Defendants' services, among members of the public, caused in whole or in part by Defendants' alleged conduct.

SIXTEENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs themselves voluntarily publicly disseminated the images in question via social media outlets such as Facebook, Twitter and/or Instagram, giving rise to an implied license, and/or an inference that Plaintiffs consented to, further distribution or publication of such images.

SEVENTEENTH AFFIRMATIVE DEFENSE

Each and every one of Plaintiffs' claims is barred to the extent that Plaintiffs granted a valid license or entered into a license agreement with any of the Defendants or Defendants' licensees, or their agents or representatives, concerning the images implicated in this action.

EIGHTEENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent the rights to the images in question, including rights to commercially exploit said images, are owned by any photographers, their assignees, or by other parties, and not by the Plaintiffs.

NINETEENTH AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent that they have previously given permission and/or authorization to individuals and/or entities to use their image(s) to promote products and/or services, including those offered by Defendants and/or Defendants' licensees.

TWENTIETH AFFIRMATIVE DEFENSE

To the extent any third-party is found liable, in whole or in part, in connection with the claims asserted in the Amended Complaint, Defendants' liability, if any, shall be limited to Defendants' respective equitable share determined in accordance with the relative culpability of each person and/or entity causing or contributing to such total liability.

TWENTY-FIRST AFFIRMATIVE DEFENSE

To the extent the Amended Complaint alleges any harm to Plaintiffs' reputation, marketability, profession, goodwill, or the like, such alleged harm is solely or partially the result of Plaintiffs' or their agents' own culpable conduct or want of care, including their voluntary publication and/or dissemination of images of themselves in scantily clad and/or sexually suggestive poses, including nudity, in various mediums, including, but not limited to, magazines, videos, and/or social media outlets, and not as a result of any alleged conduct by Defendants.

TWENTY-SECOND AFFIRMATIVE DEFENSE

Plaintiffs' claims are barred, in whole or in part, to the extent that Plaintiffs have ever consented to the use of their images by gentlemen's clubs or other similar establishments.

TWENTY-THIRD AFFIRMATIVE DEFENSE

Each and every one of Plaintiffs' claims is barred to the extent that any alleged use of Plaintiffs' image(s) by Defendants and/or Defendants' licensees only enhances, and does not detract from, the public image that Plaintiffs have intentionally cultivated and exploited for commercial purposes.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

As discovery in this case has not concluded, Defendants cannot fully anticipate all defenses which may be applicable to this action. Accordingly, the right to assert additional defenses, to the extent such defenses are applicable, is hereby reserved.

PRAYER FOR RELIEF

WHEREFORE, Defendants respectfully request that the Court enter judgment:

(i) Dismissing all claims in the Amended Complaint;

(ii) Awarding Defendants all of their reasonable attorneys' fees, costs and expenses defending against this action; and

(iii) Awarding Defendants such other and further relief as the Court deems just and proper.

Dated: New York, New York
April 13, 2017

MEISTER SEELIG & FEIN LLP

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CERTIFICATE OF SERVICE

I hereby certify that on April 13, 2017, a copy of foregoing Amended Answer and Affirmative Defenses of Defendants Scores Holding Company, Inc., I.M. Operating, LLC, The Executive Club, LLC and Robert M. Gans in Response to the Amended Complaint was filed electronically using the Court's electronic filing system. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

Dated: April 13, 2017

/s/ Jeffrey P. Weingart
Jeffrey P. Weingart